

**United States Bankruptcy Court**  
**Southern District of Texas**

In re Alpha Red, Inc.

Debtor(s)

Case No.  
Chapter08-37782  
7

**STATEMENT OF FINANCIAL AFFAIRS\***

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

*DEFINITIONS*

*"In business."* A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

*"Insider."* The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

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**1. Income from employment or operation of business**

None 

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT <sup>1</sup>	SOURCE <sup>2</sup>
\$8,200,697.00	<b>2008 YTD: Operations</b>
\$9,833,739.00	<b>2007: Operations</b>
\$5,451,366.00	<b>2006: Operations</b>

**\*General Note:** This document has been filed by Douglas J. Brickley, the chapter 7 trustee (the "Trustee"). The Trustee's signature on this document should, in no way, be considered a testament to the truth or validity of the information contained herein. The Trustee has created this document solely based on the information available to him in his capacity as chapter 7 trustee, chapter 11 trustee, and state court receiver of Alpha Red, Inc. The Trustee has taken great care to verify the information to the extent feasible, however, the Trustee could not, and cannot verify all information contained herein. Creditors and parties in interest are cautioned to NOT RELY on the information contained in these documents.

Notes:

1. It is unknown if all revenues were reported into the accounting records as James R. McCreary IV represented the amounts to the CPA firm preparing the financial information and the firm did not perform an audit on such representations.
2. The Debtor paid the professional accounting firm of Matthew Acock, CPA, PC to prepare books and records, financial information and federal tax returns. During the preparation of such returns, the firm noted that they complied the statements on an income tax basis and the financial statements were prepared on the accounting basis that the Company used for income tax purposes. (The income tax basis is a comprehensive basis of accounting other than general accepted accounting principles.)

**2. Income other than from employment or operation of business**None 

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
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**3. Payments to creditors**None 

*Complete a. or b., as appropriate, and c.*

- a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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**See Attachment 3a**

None 

- b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
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NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
		<b>\$0.00</b>	<b>\$0.00</b>

None 

- c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
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**See Attachment 3c**

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
		<b>\$0.00</b>	<b>\$0.00</b>

#### 4. Suits and administrative proceedings, executions, garnishments and attachments

None 

- a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
<b>State of Washington v. James Reed McCreary IV, individually and as part of his marital community; BRANCH SOFTWARE, Inc., a Texas Corporation also doing business as REGISTRY CLEANER XP; and ALPHA RED, INC. a Texas Corporation 08-2-33486-4SEA</b>	<b>Violating the Computer Spyware Act and the Unfair Business Practices-Consumer Protection Act</b>	<b>State of Washington, King County Superior Court</b>	<b>Pending</b>
<b>305A-HQ-C1411872-E</b>	<b>Chile Exploitation Material in Violation of Federal Law</b>	<b>U.S. Department of Justice/FBI</b>	<b>Resolved</b>
<b>In re: Subscriber Information CUSTODIAN OF RECORDS ALPHA RED INC. No. M080013</b>	<b>Order for Subscriber Information</b>	<b>The State of Ohio, Hamilton County Court of Common Pleas Criminal Division</b>	<b>Resolved</b>
<b>Commonwealth v. John Doe</b>	<b>Subpoena for Subscriber Information</b>	<b>The Commonwealth of Massachusetts, Middlesex District Attorney</b>	<b>Resolved</b>
<b>Megaupload Ltd. v. Alpha Red, Inc. and James Reed McCreary IV Cause No. 2008-61054</b>	<b>Emergency Application for Temporary Injunction</b>	<b>164th District Court, Harris County, Texas</b>	<b>unknown</b>

None 

- b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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#### 5. Repossessions, foreclosures and returns

None 

- List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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#### 6. Assignments and receiverships

None 

- a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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- None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
<b>Douglas J. Brickley 1221 McKinney, Suite 2850 Houston, TX 77010</b>	<b>CASE TITLE &amp; NUMBER</b> <b>Harris County District Court, 164th Division;</b> <b>Megaupload Ltd. v. Alpha Red, Inc., and James Reed McCreary IV; Cause No. 2008-61054</b>	<b>10/24/2008</b>	<b>all of the Debtor's assets<sup>1</sup></b>

Notes:

1. Prior to the Receiver being appointed, certain thefts or other improper dispositions or transfers of the Debtor's assets may have occurred, including monetary and physical theft. The Receiver was only able to take possession of all items available at the time of his appointment.

### 7. Gifts

List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

- None

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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### 8. Losses

- None

List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case.** (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
<b>Company Assets- Houston- unknown value</b>	<b>Prior to and during the transition period to the Chapter 11 filing date, there appears to be company assets that are no longer within the company's control or possession. However, prior to the Chapter 11 filing date, certain information and documentation showed that such assets existed within the possession and control of the company.</b>	<b>Late 2008</b>
<b>Company Assets- Dallas-unknown value</b>	<b>Prior to and during the transition period to the Chapter 11 filing date, there appears to be company assets that are no longer within the company's control or possession. However, prior to the Chapter 11 filing date, certain information and documentation showed that such assets existed within the possession and control of the company.</b>	<b>Late 2008</b>

### 9. Payments related to debt counseling or bankruptcy

None  

List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
<b>Okin Adams &amp; Kilmer LLP</b> 1113 Vine Street Houston, TX 77002	<b>11/21/2008</b>	<b>\$20,000.00 (the retainer balance was \$9,120.76 as of the petition date.)</b>

### 10. Other transfers

None  

a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFeree, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
<b>See Attachment 3c</b>		

None  

b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY

### 11. Closed financial accounts

None  

List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING

### 12. Safe deposit boxes

None  

List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY

### 13. Setoffs

None  

List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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**14. Property held for another person**

None  List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER <b>See Attached List</b>	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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**15. Prior address of debtor**

None  If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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**16. Spouses and Former Spouses**

None  If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

**17. Environmental Information.**

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None  a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None  b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None  c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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**18 . Nature, location and name of business**None  

a. If the debtor is an individual, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

LAST FOUR DIGITS OF  
SOCIAL-SECURITY OR  
OTHER INDIVIDUAL  
TAXPAYER-I.D. NO.  
NAME (ITIN)/ COMPLETE EIN

ADDRESS

NATURE OF BUSINESS

BEGINNING AND  
ENDING DATES

b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

None  

NAME

ADDRESS

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

#### 19. Books, records and financial statements

- None  a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS  
**Matthew Aycock, CPA, PC<sup>1</sup>**  
**7500 San Felipe, Suite 885**  
**Houston, TX 77063**

DATES SERVICES RENDERED  
**Early 2008**

- None  b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME  
**Matthew Aycock, CPA, PC<sup>1</sup>**  
**7500 San Felipe, Suite 885**  
**Houston, TX 77063**

DATES SERVICES RENDERED  
**Early 2008**

- None  c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME  
**Matthew Aycock, CPA, PC<sup>1</sup>**  
**Early in 2008**

ADDRESS  
**7500 San Felipe, Suite 885**  
**Houston, TX 77063**

**James R. McCreary IV<sup>2</sup>**  
**Until Fall 2008**

**103 South Seasons Trace**  
**Spring, TX 77382**

**Ben Pannell**  
**Until Fall 2008**

**1521 Michigan Street**  
**Houston, TX 77006**

Notes:

1. Available information shows that this firm was hired in late 2007 or early 2008 to complete prior years' financial information and federal tax returns for the Debtor covering all years back to 2004 and the current year, 2008. All correspondence from this firm indicates services were performed in January 2008 at the earliest.

2. As indicated by the firm, Matthew Aycock, CPA, PC, Mr. McCreary provided the firm with representations of account balances and amounts, including income statement accounts, as well as assets, liabilities and equity accounts.

- None  d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS  
**V.S.N. Produktie B.V.**  
**Keizersveld 83 5803 AP Venray**  
**the Netherlands**

DATE ISSUED  
**9/17/2008**

#### 20. Inventories

- None  a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY

INVENTORY SUPERVISOR

DOLLAR AMOUNT OF INVENTORY  
(Specify cost, market or other basis)

None  b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

## DATE OF INVENTORY

## NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS

**21 . Current Partners, Officers, Directors and Shareholders**

None  a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
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None  b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
<b>James R. McCreary IV 103 South Seasons Trace Spring, TX 77382</b>	<b>CEO/Founder</b>	<b>82% Common Stock</b>
<b>V.S.N. Produktie B.V.<sup>1</sup> Keizersveld 83 5803 AP Venray the Netherlands</b>	<b>Investor</b>	<b>18% Common Stock</b>

## Notes:

1. Mr. McCreary and the Debtor (through McCreary) entered into a Securities Purchase Agreement Dated September 17, 2008 with V.S.N. Produktie B.V. for approximately 18% of the company stock.

**22 . Former partners, officers, directors and shareholders**

None  a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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None  b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
<b>James R. McCreary IV 103 South Seasons Trace Spring, TX 77382</b>	<b>CEO/Founder</b>	<b>10/3/2008</b>

<b>Dan Woods 522 Broken Lance Dripping Springs, TX 78620</b>	<b>Director</b>	<b>Sept-Oct 2008</b>
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<b>Mark Peters c/o Hughes Hubbard &amp; Reed LLP One Battery Park Plaza New York, NY 10004</b>	<b>Director</b>	<b>October 2008</b>
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**23 . Withdrawals from a partnership or distributions by a corporation**

- None  If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS  
OF RECIPIENT,  
RELATIONSHIP TO DEBTOR  
**See Attachment 3c**

DATE AND PURPOSE  
OF WITHDRAWAL

AMOUNT OF MONEY  
OR DESCRIPTION AND  
VALUE OF PROPERTY

**24. Tax Consolidation Group.**

- None  If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION

TAXPAYER IDENTIFICATION NUMBER (EIN)

**25. Pension Funds.**

- None  If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date May 24, 2010

Signature /s/ Douglas Brickley\*  
**Douglas Brickley**  
**Chapter 7 Trustee for Alpha Red, Inc.**

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

*Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571*

\* **This document has been filed by Douglas J. Brickley, the chapter 7 trustee (the "Trustee"). The Trustee's signature on this document should, in no way, be considered a testament to the truth or validity of the information contained herein. The Trustee has created this document solely based on the information available to him in his capacity as chapter 7 trustee, chapter 11 trustee, and state court receiver of Alpha Red, Inc. The Trustee has taken great care to verify the information to the extent feasible, however, the Trustee could not, and cannot verify all information contained herein. Creditors and parties in interest are cautioned to NOT RELY on the information contained in these documents.**

Alpha Red, Inc.

Case No. 08-37782

Southern District of Texas, Houston Division  
STATEMENT OF FINANCIAL AFFAIRS

ATTACHMENT 3a

NAME OF CREDITOR	ADDRESS	CITY	STATE	ZIP	DATES OF PAYMENTS	AMOUNT PAID	SERVICES PROVIDED	AMOUNT STILL OWING
Cogent Communications	1015 31st Street, NW 1015 31st Street, NW	Washington	DC	20007	9/1/7/2008	\$ 250,000.00	internet bandwidth	see last payment
Cogent Communications	11355 West Olympic Blvd	Washington	DC	20007	9/1/7/2008	\$ 198,000.00	internet bandwidth	\$ 22,571,093.90
Manatt, Phelps & Phillips	10 West 18th Street	Los Angeles	CA	90064		\$ 38,424.41	legal	
Myriad Supply	4347 W NW highway Suite 120-295	New York	NY	10011	9/1/7/2008	\$ 5,110.74	equip. leasing	
Colo4Dallas	819 Diers Ave Suite 6	Dallas	TX	75220	9/1/8/2008	\$ 114,721.51	office lease space	\$ 27,961.61
Ice Computer Concepts, Inc.	1025 Eldorado Boulevard	Grand Island	NE	68803	9/1/8/2008	\$ 87,466.66		
Level 3 Communications	720 E. Wisconsin Avenue	Broomfield	CO	80021	9/1/8/2008	\$ 170,890.14	internet bandwidth	\$ 357,384.00
Northwestern Mutual Life Ins.	450 Acorn Lane	Milwaukee	WI	53202	9/1/8/2008	\$ 780.49	life insurance	
Softmart	13141 Northwest Freeway	Downtown	PA	19335		\$ 114,203.40		\$ 11,541.56
ADP Payroll Fees	151 Kalmus Drive, suite M2	Houston	TX	77040	9/1/9/2008	\$ 619.43	payroll processing	
Bandwidth Consulting, Inc.	10 West 18th Street	Costa Mesa	CA	92626	9/1/9/2008	\$ 100,000.00	internet bandwidth	\$ 2,201,305.50
Myriad Supply	10 West 18th Street	New York	NY	10011	9/1/9/2008	\$ 50,000.00	equip. leasing	
Myriad Supply	10134 Olga Street	New York	NY	10011	9/1/9/2008	\$ 825.00	equip. leasing	
N. Gil Electric Co.	96555 Industrial Drive	Houston	TX	77065	9/1/9/2008	\$ 2,100.00		
Nutemp	10 West 18th Street	Bridgeview	IL	60455	9/1/9/2008	\$ 6,990.00		
Myriad Supply	801 N 34th St. Seattle	New York	NY	10011	9/22/2008	\$ 2,525.00	equip. leasing	
Adobe Systems	13141 Northwest Freeway	Seattle	WA	98103	9/23/2008	\$ 2,159.59	software	
ADP TX/Finc. Svcs ADP	<unknown>	Houston	TX	77040	9/23/2008	\$ 22,774.12	payroll processing	
Bankcard - Mit Dep	P.O. Box 650700	Hunt Valley	MD	21065	9/23/2008	\$ 129.80	credit card services	
BMW Financial Services	7904 N. Sam Houston Pkwy., Suite 200	Houston	TX	77064	9/23/2008	\$ 2,309.19	auto leasing	
Champion Energy Services	One Dell Way	Round Rock	TX	78682	9/23/2008	\$ 18,349.25	electrical provider	
Dell Financial Services	<unknown>	Jacksonville	FL	32255	9/23/2008	\$ 968.64	equip. leasing	\$ 554,644.40
Lease Services	P.O. Box 550599	Vista	CA	92081	9/24/2008	\$ 2,220.06	equip. leasing	
CIT Technology Financing	One Viper Way	Houston	TX	77001	9/24/2008	\$ 462.32		
Dei Technology	P.O. Box 11	San Luis Obispo	CA	93401	9/24/2008	\$ 7,985.00		
Lange Mechanical Services	14151 Louisiana St. Suite 3000	Grand Island	NE	68803	9/25/2008	\$ 4,288.48		\$ 122,596.70
Wedge Properties	c/o The Kaplan Group 2250 King Court, Suite 50	New York	NY	10011	9/25/2008	\$ 18,275.31	office lease space	
ASI Corp.	819 Diers Ave Suite 6	Midvale	UT	84047	9/26/2008	\$ 165.00		
Ice Computer Concepts, Inc./TechLease	10 West 18th Street	Richardson	TX	75080	9/26/2008	\$ 92,698.67	equip. leasing	
Myriad Supply	1301 Fannin Street, # 2400	McKinney	TX	75069	9/26/2008	\$ 1,475.00	equip. leasing	
UCM/GP-1301 Fannin, LP	<unknown>	Bensalem	PA	19020	9/26/2008	\$ 60,483.93	office lease space	
Bankcard - Mit Dep	901 S. Central Expressway	Carol Stream	IL	60197	9/26/2008	\$ 232.53	credit card services	
Blue Cross Blue Shield of Texas	<unknown>	Carol Stream	IL	60197	9/26/2008	\$ 7,697.19	health insurance	
J5 Enterprises (J. Lombardi)	P.O. Box 6434					\$ 1,802.00		
U.S. Treasury	P.O. Box 57					\$ 179.70	credit card services	
United Shipping Solutions (USS)	6985 Union Park Ave, Suite 565	Midvale	UT	84047	9/29/2008	\$ 6,503.78	courier / shipping	
Wells Fargo Financial Leasing	P.O. Box 6434	Richardson	TX	75080	9/29/2008	\$ 2,548.29	equip. leasing	
Wells Fargo Financial Leasing	P.O. Box 6434	Carol Stream	IL	60197	9/29/2008	\$ 545.51	equip. leasing	\$ 227,185.62
Bankcard - Mit Dep	<unknown>							
Burnett Staffing	9800 Richmond Ave	Houston	TX	77042	9/29/2008	\$ 4,905.53	staffing	
Chase Bank	P.O. Box 260180	Baton Rouge	LA	70826	9/29/2008	\$ 210.00	banking services	
CSC Leasing	6806 Paragon Place	Richmond	VA	23230	9/29/2008	\$ 8,112.06	equip. leasing	
CSC Leasing	6806 Paragon Place	Richmond	VA	23230	9/29/2008	\$ 4,561.42	equip. leasing	
Deli Marketing	P.O. Box 676021 c/o Dell USA, L.P.	Dallas	TX	75267	9/29/2008	\$ 4,093.30		

Alpha Red, Inc.

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STATEMENT OF FINANCIAL AFFAIRS

ATTACHMENT 3a

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NAME OF CREDITOR	ADDRESS	CITY	STATE	ZIP	DATES OF PAYMENTS	AMOUNT PAID	SERVICES PROVIDED	AMOUNT STILL OWING
GMAC	P.O. Box 389001 11030 Circle Point RD 10 West 18th Street	Bloomington Westminster	MN CO	55438 80020	9/29/2008 9/29/2008	\$ 891.27 2,738.52	auto leasing equip. leasing	\$ 118,937.24
Key Equipment Finance		NY	10011	9/29/2008	\$ 149.00	equip. leasing		
Monad Supply		NJ	07054	9/29/2008	\$ 948.68			
US Express Leasing	10 Waterview Blvd. Velocity Electronics LP	Austin	TX	78758	9/29/2008	\$ 3,080.00		
Bankcard - Motr Dep	<unknown>				9/30/2008	\$ 199.60	credit card services	
CIT Technology Financing	P.O. Box 550599 FiberLight LLC	Jacksonville	FL	32255	9/30/2008	\$ 703.34		
AEI Financial	3655 Brookside PKWY P.O. Box 88046	Alpharetta	GA	30022	9/30/2008	\$ 5,800.00	internet bandwidth	\$ 34,800.00
AEI Financial	P.O. Box 88046	Milwaukee	WI	53288	10/1/2008	\$ 3,082.06	equip. leasing	
AEI Financial	P.O. Box 88046	Milwaukee	WI	53288	10/1/2008	\$ 2,752.13	equip. leasing	
First Federal Leasing	31 North 9th Street <unknown>	Richmond	IN	47374	10/1/2008	\$ 1,974.75	equip. leasing	
Bankcard - Motr Disc					3,290.23		equip. leasing	\$ 93,008.47
Enterprise Funding	4308 Three Mile Road, NW (was paid via Paypal)	Grand Rapids	MI	49534	10/2/2008	\$ 8,472.54	credit card services	
Jonathan Box					10/2/2008	\$ 2,197.13		
Bankcard - Motr Disc	<unknown>				10/2/2008	\$ 2,000.00		
Chase Bank	P.O. Box 260180	Baton Rouge	LA	70826	10/3/2008	\$ 748.20	banking services	
American Express	P.O. Box 981532	El Paso	TX	79998	10/6/2008	\$ 5,472.55	credit card services	
Bankcard - Motr Disc	<unknown>				10/6/2008	\$ 437.08	credit card services	
Meta Experts	(was paid via Paypal)				10/6/2008	\$ 10,300.00		
Techlease LLC	1702 DeVaul Ranch RD P.O. Box 981532	San Luis Obispo	CA	93405	10/6/2008	\$ 19,461.48	equip. leasing	
American Express		El Paso	TX	79998	10/7/2008	\$ 2,298.85	credit card services	
MB Financial	P.O. Box 685	Roanoke	TX	76262	10/7/2008	\$ 3,524.26	auto leasing	
Logix Communications	P.O. Box 3608	Houston	TX	77253	10/14/2008	\$ 1,140.13		
Bank of The West	180 Montgomery Street	San Francisco	CA	94104	10/15/2008	\$ 1,585.70	equip. leasing	
Chase Bank	P.O. Box 260180	Baton Rouge	LA	70826	10/21/2008	\$ 1,645.00	baiting services	
UCM/GP-1301 Fannin, LP	1301 Fannin Street, # 2400 <unknown>	Houston	TX	77002	10/21/2008	\$ 78,000.00	office lease space	
Mastercard					10/28/2008	\$ 836.27	credit card services	
UCM/GP-1301 Fannin, LP	1301 Fannin Street, # 2400	Houston	TX	77002	11/15/2008	\$ 59,491.02	office lease space	\$ 30,882.25
Okin Adams & Kilmer LLP	1113 Vine Street, Suite 201	Houston	TX	77002	11/21/2008	\$ 20,000.00	legal	\$ 10,000.00
I415 LOUISIANA (Wedge)	1415 Louisiana St, Suite 3000 Amesey Bank / 113011258	Houston	TX	77002	11/24/2008	\$ 6,453.63	office lease space	\$ 123,605.96
Teller Cashed Check					12/1/2008	\$ 5,300.00	Retainer	
Munsch Hard Kopf & Harr Pc	3800 Lincoln Plaza	Dallas	TX	75201	12/2/2008	\$ 10,000.00	Receivership - legal	
Teller Cashed Check					12/3/2008	\$ 5,000.00	Retainer	
Teller Cashed Check	Amesey Bank / 113011258	Houston	TX	77002	12/3/2008	\$ 2,300.00	Receiver	
Okin Adams & Kilmer LLP	1113 Vine Street, Suite 201				12/3/2008	\$ 1,039.00	Bankruptcy filing fee	
Teller Cashed Check - Cash					12/3/2008	\$ 500.00	Cash - Moving expenses	
Ubersmith Inc					12/4/2008	\$ 2,989.00	software	
AcroNOC, Inc	10333 Harwin Drive, Suite 386	Houston	TX	77063	12/5/2008	\$ 11,090.00	operations	
Premium Financing Specialists	5316 Hwy 290 West, Suite 310	Austin	TX	78735	12/9/2008	\$ 210.69	insurance	
AcroNOC, Inc	10333 Harwin Drive, Suite 386	Houston	TX	77063	12/11/2008	\$ 15,525.00	operations	
AcroNOC, Inc	10333 Harwin Drive, Suite 386	Houston	TX	77063	12/11/2008	\$ 13,380.23	operations	

Alpha Red, Inc.  
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**ATTACHMENT 3c**

BENEFICIARY	PAYEE <sup>(1)</sup>	ADDRESS	CITY/PAYEE CITY	STATE	ZIP	RELATIONSHIP TO DEBTOR	DATES OF PROPERTY DESCRIPTION	VALUATION
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	12/18/2007 check	\$ 3,200.00
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	12/19/2007 check	\$ 5,000.00
James McCreary	James McCreary	The Woodlands	The Woodlands	TX		Insider	12/20/2007 ATM withdrawal	\$ 500.00
James McCreary	Gallery Furniture	Houston	Houston	TX		Insider	12/20/2007 debit card purchase	\$ 736.07
James McCreary	Mercedes Benz	na	na	TX		Insider	12/20/2007 wire transfer	\$ 1,887.90
James McCreary	Mercedes Benz	na	na	TX		Insider	12/20/2007 wire transfer	\$ 2,497.82
Ben Pannell	Ben Pannell	1521 Michigan Street	Houston	TX	77006	Insider	12/21/2007 check	\$ 595.99
Ben Pannell	Ben Pannell	1521 Michigan Street	Houston	TX	77006	Insider	12/21/2007 check	\$ 795.99
James McCreary	Cinemark	The Woodlands	The Woodlands	TX		Insider	12/22/2007 debit card purchase	\$ 20.50
James McCreary	Texaco Oil	Houston	Houston	TX		Insider	12/23/2007 debit card purchase	\$ 55.34
James McCreary	Beverage Stoppe	The Woodlands	The Woodlands	TX		Insider	12/23/2007 debit card purchase	\$ 159.17
James McCreary	Kirby Steakhouse Restaurant	Timber	Timber	TX		Insider	12/23/2007 debit card purchase	\$ 210.53
James McCreary	James McCreary	Shenandoah	Shenandoah	TX		Insider	12/23/2007 ATM withdrawal	\$ 302.50
James McCreary	Progressive Autoports	Houston	Houston	TX		Insider	12/23/2007 debit card purchase	\$ 2,938.90
James McCreary	Texaco Oil	Houston	Houston	TX		Insider	12/23/2007 debit card purchase	\$ 37.49
James McCreary	Chuy's Restaurant	Shenandoah	Shenandoah	TX		Insider	12/23/2007 debit card purchase	\$ 64.91
James McCreary	James McCreary	The Woodlands	The Woodlands	TX		Insider	12/23/2007 ATM withdrawal	\$ 202.00
James McCreary	Williams Sonoma	The Woodlands	The Woodlands	TX		Insider	12/23/2007 debit card purchase	\$ 247.66
James McCreary	Sony Style Wood	The Woodlands	The Woodlands	TX		Insider	12/23/2007 debit card purchase	\$ 377.92
James McCreary	24 hour fitness Gym	na	na	TX		Insider	12/26/2007 debit card purchase	\$ 81.49
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	12/27/2007 check	\$ 4,000.00
James McCreary	Shell Oil	Wallsville	Wallsville	TX		Insider	12/29/2007 debit card purchase	\$ 54.18
James McCreary	Best Buy	The Woodlands	The Woodlands	TX		Insider	12/29/2007 debit card purchase	\$ 225.13
James McCreary	Outback Steakhouse Restaurant	Conroe	Conroe	TX		Insider	12/29/2007 debit card purchase	\$ 890.15
James McCreary	Pappasito's Cantina Restaurant	Houston	Houston	TX		Insider	12/31/2007 debit card purchase	\$ 69.04
James McCreary	James McCreary	Spring	Spring	TX	77382	Insider	1/2/2008 check	\$ 29.60
James McCreary	Star Furniture	Houston	Houston	TX		Insider	1/3/2008 check	\$ 2,000.00
James McCreary	James McCreary	The Woodlands	The Woodlands	TX	77382	Insider	1/3/2008 debit card purchase	\$ 2,782.01
James McCreary	Best Buy	Spring	Spring	TX	77382	Insider	1/4/2008 ATM withdrawal	\$ 600.00
James McCreary	Smoothie Factory Restaurant	Dallas	Dallas	TX		Insider	1/4/2008 check	\$ 9,000.00
James McCreary	Morgan's Taxi and Limo	The Woodlands	The Woodlands	TX		Insider	1/5/2008 debit card purchase	\$ 4.93
James McCreary	Shell Oil	Houston	Houston	TX		Insider	1/5/2008 debit card purchase	\$ 50.70
James McCreary	Pappadoux Restaurant	Houston	Houston	TX		Insider	1/5/2008 debit card purchase	\$ 82.07
James McCreary	Jasper's Restaurant	The Woodlands	The Woodlands	TX		Insider	1/5/2008 debit card purchase	\$ 169.95
James McCreary	Baker Street Restaurant	Houston	Houston	TX	77382	Insider	1/6/2008 debit card purchase	\$ 59.93
James McCreary	Hilton Hotel	Spring	Spring	TX	77382	Insider	1/6/2008 debit card purchase	\$ 87.03
James McCreary	James McCreary	1521 Michigan Street	Houston	TX	77006	Insider	1/8/2008 check	\$ 3,000.00
Ben Pannell	Ben Pannell	1521 Michigan Street	Houston	TX	77382	Insider	1/9/2008 check	\$ 798.20
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	1/10/2008 check	\$ 4,000.00
James McCreary	James McCreary	103 South Seasons Trace	The Woodlands	TX		Insider	1/12/2008 debit card purchase	\$ 125.00
James McCreary	Poppy's Restaurant	Houston	Houston	TX		Insider	1/13/2008 debit card purchase	\$ 19.68
James McCreary	Tanies	McKinney	McKinney	TX	77382	Insider	1/13/2008 debit card purchase	\$ 27.05
James McCreary	ExxonMobil	Las Vegas	Las Vegas	NV		Insider	1/13/2008 debit card purchase	\$ 42.88
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	1/14/2008 ATM withdrawal	\$ 1,004.00
James McCreary	James McCreary	Las Vegas	Las Vegas	NV		Insider	1/25/2008 check	\$ 2,000.00
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	1/25/2008 debit card purchase	\$ 81.49
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	1/25/2008 check	\$ 2,000.00
James McCreary	James McCreary	1521 Michigan Street	Houston	TX	77006	Insider	1/28/2008 check	\$ 598.20
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	1/28/2008 check	\$ 2,000.00
James McCreary	BMW	na	na	TX		Insider	1/29/2008 check	\$ 1,046.93
James McCreary	BMW	na	na	TX		Insider	1/29/2008 check	\$ 2,059.40
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	1/30/2008 check	\$ 2,500.00

Alpha Red, Inc.  
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## ATTACHMENT 3c

BENEFICIARY	PAVEE IN	ADDRESS	CITY/PAVEE CITY	STATE	ZIP	RELATIONSHIP TO DEBTOR	DATES OF TRANSFER	PROPERTY DESCRIPTION	VALUE
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	2/1/2008	check	\$ 3,000.00
James McCreary	ExxonMobil	Houston	The Woodlands	TX		Insider	2/2/2008	debit card purchase	\$ 25,83
James McCreary	ExxonMobil	15 Veranda Ridge	The Woodlands	TX		Insider	2/3/2008	debit card purchase	\$ 31.59
James McCreary	Michelle McGuffy	103 South Seasons Trace	Spring	TX	77382	Insider	2/4/2008	check	\$ 1,400.00
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	2/4/2008	check	\$ 3,000.00
James McCreary	James McCreary	103 South Seasons Trace	The Woodlands	TX		Insider	2/5/2008	check	\$ 3,000.00
James McCreary	James McCreary	103 South Seasons Trace	The Woodlands	TX		Insider	2/6/2008	ATM withdrawal	\$ 100.00
James McCreary	Aqua Car Wash Express	Spring	Spring	TX		Insider	2/6/2008	debit card purchase	\$ 155.97
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	2/6/2008	check	\$ 2,000.00
James McCreary	James McCreary	103 South Seasons Trace	The Woodlands	TX		Insider	2/7/2008	check	\$ 3,000.00
James McCreary	James McCreary	Hong Kong	Spring	TX	77382	Insider	2/13/2008	ATM withdrawal	\$ 264.33
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	2/13/2008	check	\$ 1,500.00
Ben Pannell	Ben Pannell	152 Michigan Street	Houston	TX	77006	Insider	2/15/2008	check	\$ 798.19
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	2/15/2008	check	\$ 3,000.00
James McCreary	Dimassi's Mediterranean Restaurant	The Woodlands	Houston	TX		Insider	2/16/2008	debit card purchase	\$ 24.73
James McCreary	Chevron	Spring	Spring	TX	77382	Insider	2/17/2008	debit card purchase	\$ 53.31
James McCreary	James McCreary	103 South Seasons Trace	League City	TX	77382	Insider	2/20/2008	check	\$ 2,000.00
James McCreary	Alex Mercedes	Conroe	The Woodlands	TX		Insider	2/23/2008	debit card purchase	\$ 8,034.69
James McCreary	Pappas Barbeque	The Woodlands	The Woodlands	TX		Insider	2/23/2008	debit card purchase	\$ 11.04
James McCreary	Walmars Suncenter	Luby's Eat Restaurant	The Woodlands	TX		Insider	2/23/2008	debit card purchase	\$ 40.23
James McCreary	Fly's Electronics	Houston	Houston	TX		Insider	2/23/2008	debit card purchase	\$ 59.18
James McCreary	24 hour fitness Gym	na	Spring	TX	77382	Insider	2/25/2008	debit card purchase	\$ 178.43
James McCreary	Mercedes Benz	na	Spring	TX	77382	Insider	2/25/2008	debit card purchase	\$ 81.49
James McCreary	Mercedes Benz	na	Spring	TX	77382	Insider	2/25/2008	wire transfer	\$ 1,675.80
Dan Woods	Dan Woods	na	Spring	TX	77382	Insider	2/27/2008	debit card purchase	\$ 1,995.64
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	2/27/2008	check	\$ 2,844.08
Dan Woods	Dan Woods	na	Spring	TX	77382	Insider	2/27/2008	check	\$ 5,000.00
James McCreary	Didownload.com	na	na	TX		Insider	2/27/2008	check	\$ 5,300.00
James McCreary	Emusic.com	na	na	TX		Insider	2/28/2008	debit card purchase	\$ 1.53
James McCreary	Didownload.com	na	na	TX		Insider	2/28/2008	debit card purchase	\$ 1.53
James McCreary	Didownload.com	na	na	TX		Insider	2/28/2008	debit card purchase	\$ 1.53
James McCreary	Didownload.com	na	na	TX		Insider	2/28/2008	debit card purchase	\$ 1.53
James McCreary	Didownload.com	na	na	TX		Insider	2/28/2008	debit card purchase	\$ 1.53
James McCreary	Emusic.com	na	na	TX		Insider	2/28/2008	debit card purchase	\$ 1.53
James McCreary	Beapton.com	na	na	TX		Insider	2/29/2008	debit card purchase	\$ 1.53
James McCreary	ExxonMobil	The Woodlands	The Woodlands	TX		Insider	2/29/2008	debit card purchase	\$ 1.53
James McCreary	ExxonMobil	na	na	TX		Insider	3/1/2008	debit card purchase	\$ 53.05
James McCreary	Beapton.com	na	na	TX		Insider	3/2/2008	debit card purchase	\$ 45.30
Ben Pannell	Ben Pannell	152 Michigan Street	Houston	TX	77006	Insider	3/3/2008	debit card purchase	\$ 22.86
James McCreary	Michelle McGuffy	15 Veranda Ridge	The Woodlands	TX	77384	Insider	3/5/2008	check	\$ 593.20
James McCreary	BMW	na	na	TX	77383	Insider	3/5/2008	wire transfer	\$ 1,096.93
James McCreary	BMW	na	na	TX	77383	Insider	3/5/2008	wire transfer	\$ 1,580.00
James McCreary	Shell Oil	Brenham	Fairfield	TX		Insider	3/8/2008	debit card purchase	\$ 63.82
James McCreary	McDonald's Restaurant	Garland	Garland	TX		Insider	3/9/2008	debit card purchase	\$ 11.67
James McCreary	Shell Oil	na	na	TX		Insider	3/9/2008	debit card purchase	\$ 72.49
James McCreary	Amazon Music Download	Amazon Music Download	Amazon Music Download	TX		Insider	3/10/2008	debit card purchase	\$ 0.99
James McCreary	Amazon Music Download	Chris Carlson	Chris Carlson	TX		Insider	3/10/2008	debit card purchase	\$ 10.49
James McCreary	Amazon Music Download	Amazon Music Download	Amazon Music Download	TX		Insider	3/11/2008	debit card purchase	\$ 1,000.00
James McCreary	Amazon Music Download	Amazon Music Download	Amazon Music Download	TX		Insider	3/11/2008	debit card purchase	\$ 3.66
James McCreary	Amazon Music Download	Amazon Music Download	Amazon Music Download	TX		Insider	3/11/2008	debit card purchase	\$ 10.79
James McCreary	Amazon Music Download	Djdownload.com	Djdownload.com	TX		Insider	3/12/2008	debit card purchase	\$ 1.88
James McCreary	Djdownload.com	na	na	TX		Insider	3/12/2008	debit card purchase	\$ 17.44

Alpha Red, Inc.  
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## ATTACHMENT 3c:

BENEFICIARY	PAYEE (b)	ADDRESS	CITY/PAYEE CITY	STATE	ZIP	RELATIONSHIP TO DEBTOR	DATES OF PROPERTY DESCRIPTION	VALUE
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	3/13/2008 check	\$ 5,000.00
James McCreary	BMW	n/a	Houston	TX		Insider	3/14/2008 check	\$ 1,096.93
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	3/17/2008 ATM withdrawal	\$ 42.00
James McCreary	James McCreary	1521 Michigan Street	Houston	TX	77006	Insider	3/18/2008 check	\$ 4,000.00
Ben Pannell	Ben Pannell	15 Veranda Ridge	The Woodlands	TX	77385	Insider	3/20/2008 check	\$ 798.20
James McCreary	Michelle McGuffey	n/a	n/a			Insider	3/20/2008 check	\$ 811.07
James McCreary	BMW	n/a	n/a			Insider	3/25/2008 wire transfer	\$ 2,309.19
James McCreary	24 hour fitness gym	n/a	n/a			Insider	3/27/2008 debit card purchase	\$ 81.49
James McCreary	James McCreary	Dallas	Dallas	TX		Insider	3/27/2008 ATM withdrawal	\$ 203.00
James McCreary	Mercedez Benz	n/a	n/a			Insider	3/28/2008 check	\$ 2,000.00
James McCreary	BMW	n/a	n/a			Insider	3/28/2008 check	\$ 2,059.40
James McCreary	Mercedez Benz	n/a	n/a			Insider	3/28/2008 check	\$ 2,500.00
James McCreary	Emusic.com	n/a	n/a			Insider	3/29/2008 debit card purchase	\$ 9.99
James McCreary	Rudy's BBQ restaurant	Spring	Madisonville	TX		Insider	3/29/2008 debit card purchase	\$ 40.34
James McCreary	ExxonMobil	n/a	n/a			Insider	3/30/2008 debit card purchase	\$ 55.64
James McCreary	Amazon Music Download	n/a	n/a			Insider	3/31/2008 debit card purchase	\$ 10.50
James McCreary	Amazon Music Download	n/a	n/a			Insider	3/31/2008 debit card purchase	\$ 10.79
James McCreary	Amazon Music Download	n/a	n/a			Insider	3/31/2008 debit card purchase	\$ 10.79
James McCreary	Amazon Music Download	n/a	n/a			Insider	4/1/2008 debit card purchase	\$ 2.87
James McCreary	Amazon Music Download	n/a	n/a			Insider	4/2/2008 debit card purchase	\$ 10.39
James McCreary	Amazon Music Download	n/a	n/a			Insider	4/2/2008 check	\$ 1,480.00
James McCreary	Amazon Music Download	n/a	n/a			Insider	4/2/2008 check	\$ 7,000.00
James McCreary	Amazon Music Download	1521 Michigan Street	Houston	TX	77006	Insider	4/4/2008 debit card purchase	\$ 593.20
James McCreary	Amazon Music Download	n/a	n/a			Insider	4/4/2008 debit card purchase	\$ 2,844.08
James McCreary	Amazon Music Download	n/a	n/a			Insider	4/6/2008 debit card purchase	\$ 58.44
James McCreary	Michelle McGuffey	15 Veranda Ridge	The Woodlands	TX	77386	Insider	4/6/2008 debit card purchase	\$ 519.54
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	4/7/2008 debit card purchase	\$ 811.08
James McCreary	Ben Pannell	1521 Michigan Street	Houston	TX		Insider	4/7/2008 check	\$ 3,000.00
James McCreary	Dan Woods	n/a	n/a			Insider	4/8/2008 wire transfer	\$ 1,675.80
James McCreary	Dan Woods	n/a	n/a			Insider	4/8/2008 wire transfer	\$ 2,495.64
James McCreary	Papasito's Cantina Restaurant	n/a	n/a			Insider	4/8/2008 wire transfer	\$ 2,902.14
James McCreary	Bourton Orleans	n/a	n/a			Insider	4/10/2008 debit card purchase	\$ 27.79
James McCreary	Michelle McGuffey	15 Veranda Ridge	The Woodlands	TX	77388	Insider	4/10/2008 check	\$ 5,000.00
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	4/11/2008 ATM withdrawal	\$ 502.00
James McCreary	Mercedez Benz	n/a	n/a			Insider	4/12/2008 debit card purchase	\$ 9.99
James McCreary	Mercedez Benz	n/a	n/a			Insider	4/16/2008 check	\$ 3,000.00
James McCreary	Inwoodz Best Car Wash	n/a	n/a			Insider	4/19/2008 debit card purchase	\$ 50.54
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	4/19/2008 check	\$ 27.79
James McCreary	James McCreary	1521 Michigan Street	The Woodlands	TX		Insider	4/19/2008 debit card purchase	\$ 27.70
James McCreary	Mrakson	n/a	n/a			Insider	4/22/2008 ATM withdrawal	\$ 502.00
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	4/23/2008 debit card purchase	\$ 2,844.08
James McCreary	James McCreary	1521 Michigan Street	The Woodlands	TX		Insider	4/24/2008 wire transfer	\$ 2,309.19
James McCreary	BMW	n/a	n/a			Insider	4/25/2008 debit card purchase	\$ 82.25
James McCreary	Chevron Hotel	Houston	Houston	TX	77382	Insider	4/25/2008 check	\$ 7,000.00
James McCreary	James McCreary	Dallas	Dallas	TX		Insider	4/28/2008 debit card purchase	\$ 9.99
James McCreary	Dan Woods	n/a	n/a			Insider	4/28/2008 check	\$ 500.00
James McCreary	Dan Woods	n/a	n/a			Insider	4/28/2008 check	\$ 2,844.08
James McCreary	James McCreary	n/a	n/a			Insider	4/28/2008 check	\$ 2,309.19
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	4/29/2008 debit card purchase	\$ 4,000.00
James McCreary	James McCreary	n/a	n/a			Insider	4/29/2008 ATM withdrawal	\$ 102.00
James McCreary	Emusic.com	n/a	n/a			Insider	4/29/2008 wire transfer	\$ 4,331.74
James McCreary	Michelle McGuffey	15 Veranda Ridge	The Woodlands	TX	77387	Insider	5/5/2008 check	\$ 162.91
James McCreary	Dan Woods	n/a	n/a			Insider	5/5/2008 check	\$ 268.19
James McCreary	Dan Woods	n/a	n/a			Insider	5/7/2008 check	\$ 9,000.00
James McCreary	James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	5/8/2008 wire transfer	\$ 1,837.50
James McCreary	Mercedez Benz	n/a	n/a					

Alpha Red, Inc.  
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## ATTACHMENT 36

BENEFICIARY	PAYEE <sup>(1)</sup>	ADDRESS	CITY/PAYEE CITY	STATE	ZIP	RELATIONSHIP TO DEBTOR	DATES OF TRANSFER	PROPERTY DESCRIPTION	VALUE
James McCreaty	BMW	na	na			Insider	5/8/2008	wire transfer	\$ 2,365.41
James McCreaty	Mercedes Benz	na	na			Insider	5/8/2008	wire transfer	\$ 2,497.82
Dan Woods	Dan Woods	na	na			Insider	5/8/2008	check	\$ 2,844.08
Dan Woods	Dan Woods	na	na			Insider	5/8/2008	check	\$ 2,844.08
James McCreaty	Mercedes Benz	na	na			Insider	5/8/2008	wire transfer	\$ 2,902.14
James McCreaty	Michelle McGuffey	15 Alexander Ridge	The Woodlands	TX	77389	Insider	5/9/2008	check	\$ 1,600.00
James McCreaty	ExxonMobil	The Woodlands	The Woodlands	TX		Insider	5/10/2008	debit card purchase	\$ 43.51
James McCreaty	Kirby Steakhouse Restaurant	Timber	Spring	TX		Insider	5/10/2008	debit card purchase	\$ 178.58
James McCreaty	Valero	Spring	Spring	TX	77096	Insider	5/11/2008	debit card purchase	\$ 74.57
Ben Pannell	Ben Pannell	1521 Michigan Street	Houston	TX		Insider	5/14/2008	check	\$ 798.20
James McCreaty	Mercedes Benz	na	na			Insider	5/14/2008	check	\$ 4,578.06
James McCreaty	James McCreaty	The Woodlands	The Woodlands	TX		Insider	5/16/2008	ATM withdrawal	\$ 200.00
James McCreaty	Hotel Zaza Bar Restaurant	Dallas	Dallas	TX		Insider	5/17/2008	debit card purchase	\$ 29.00
James McCreaty	Chevron	Dallas	Dallas	TX		Insider	5/17/2008	debit card purchase	\$ 29.00
James McCreaty	James McCreaty	Dallas	Dallas	TX		Insider	5/17/2008	ATM withdrawal	\$ 202.95
James McCreaty	Hotel Zaza Bar Restaurant	Dallas	Dallas	TX		Insider	5/17/2008	debit card purchase	\$ 255.00
James McCreaty	Love's County	Hutchins	Hutchins	TX		Insider	5/18/2008	debit card purchase	\$ 47.46
James McCreaty	Valero	Spring	Spring	TX		Insider	5/18/2008	debit card purchase	\$ 73.24
James McCreaty	Fry's Electronics	Houston	Houston	TX		Insider	5/18/2008	debit card purchase	\$ 442.66
James McCreaty	The Ivy Lounge Restaurant	Dallas	Dallas	TX		Insider	5/18/2008	debit card purchase	\$ 846.65
James McCreaty	James McCreaty	Houston	Houston	TX		Insider	5/20/2008	ATM withdrawal	\$ 202.50
James McCreaty	James McCreaty	na	na			Insider	5/20/2008	debit card purchase	\$ 1,000.00
James McCreaty	James McCreaty	Dallas	Dallas	TX		Insider	5/21/2008	ATM withdrawal	\$ 207.95
James McCreaty	James McCreaty	Houston	Houston	TX		Insider	5/21/2008	debit card purchase	\$ 207.95
James McCreaty	James McCreaty	na	na			Insider	5/21/2008	check	\$ 9,000.00
James McCreaty	Love's Country	Hutchins	Hutchins	TX		Insider	5/24/2008	debit card purchase	\$ 60.95
James McCreaty	24 hour fitness gym	na	na			Insider	5/25/2008	debit card purchase	\$ 32.25
James McCreaty	James McCreaty	Houston	Houston	TX		Insider	5/27/2008	ATM withdrawal	\$ 502.00
Ben Pannell	Ben Pannell	1521 Michigan Street	Houston	TX	77096	Insider	5/27/2008	check	\$ 598.20
James McCreaty	BMW	na	na			Insider	5/27/2008	wire transfer	\$ 2,309.19
James McCreaty	Emusic.com	na	na			Insider	5/28/2008	debit card purchase	\$ 9.99
Dan Woods	Dan Woods	na	na			Insider	5/28/2008	check	\$ 2,844.08
James McCreaty	James McCreaty	na	na			Insider	5/29/2008	check	\$ 5,000.00
Ben Pannell	Ben Pannell	1521 Michigan Street	Houston	TX	77096	Insider	5/30/2008	bank withdrawal	\$ 10,000.00
James McCreaty	Whiteburger	Dallas	Dallas	TX		Insider	5/31/2008	debit card purchase	\$ 14.36
James McCreaty	Uptown Bar & Grill Restaurant	Conroe	Conroe	TX		Insider	6/1/2008	debit card purchase	\$ 24.50
James McCreaty	ExxonMobil	The Woodlands	The Woodlands	TX		Insider	6/1/2008	debit card purchase	\$ 70.41
James McCreaty	Walmart Supercenter	Houston	Houston	TX	77096	Insider	6/1/2008	debit card purchase	\$ 89.36
James McCreaty	James McCreaty	Chris Carlson	na			Insider	6/2/2008	bank withdrawal	\$ 5,000.00
James McCreaty	James McCreaty	na	na			Insider	6/5/2008	ATM withdrawal	\$ 210.00
James McCreaty	James McCreaty	na	na			Insider	6/6/2008	debit card purchase	\$ 242.00
James McCreaty	Progressive AutoSpots	Houston	Houston	TX		Insider	6/6/2008	debit card purchase	\$ 2,500.00
James McCreaty	James McCreaty	na	na			Insider	6/10/2008	check	\$ 2,844.08
James McCreaty	James McCreaty	na	na			Insider	6/11/2008	debit card purchase	\$ 2,902.14
James McCreaty	BMW	na	na			Insider	6/12/2008	check	\$ 2,000.00
James McCreaty	James McCreaty	na	na			Insider	6/12/2008	wire transfer	\$ 50,000.00
James McCreaty	James McCreaty	Europe	Europe			Insider	6/13/2008	ATM withdrawal	\$ 795.21
Ben Pannell	Ben Pannell	1521 Michigan Street	Houston	TX	77096	Insider	6/13/2008	check	\$ 798.18
James McCreaty	BMW	na	na			Insider	6/13/2008	check	\$ 1,096.91
James McCreaty	James McCreaty	Houston	Houston	TX		Insider	6/18/2008	ATM withdrawal	\$ 262.00
James McCreaty	James McCreaty	na	na			Insider	6/18/2008	wire transfer	\$ 54,000.00
James McCreaty	James McCreaty	Houston	Houston	TX		Insider	6/23/2008	ATM withdrawal	\$ 302.00

Alpha Red, Inc.  
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## ATTACHMENT 3e:

BENEFICIARY	PAYEE [i]	ADDRESS	CITY/PAYEE/CITY	STATE	ZIP	RELATIONSHIP TO DEBTOR	DATES OF TRANSFER	PROPERTY DESCRIPTION	VALUE
James McCreaty	James McCreaty		wire to McCreaty's Wachovia account			Insider	6/23/2008	wire transfer	\$5,000.00
James McCreaty	BMW	na		TX		Insider	6/24/2008	debit card purchase	\$2,309.19
James McCreaty	Valero	Spring		TX		Insider	6/28/2008	debit card purchase	\$8.43
James McCreaty	Chertron	Ellisville		MS		Insider	6/28/2008	debit card purchase	\$100.00
James McCreaty	James McCreaty	Ellisville		MS		Insider	6/28/2008	ATM withdrawal	262.50
James McCreaty	ExxonMobil	Aberdeen		MD		Insider	6/29/2008	debit card purchase	\$38.53
James McCreaty	Sunoco	Brunswick		NJ		Insider	6/29/2008	debit card purchase	50.02
James McCreaty	ExxonMobil	Rockville		MD		Insider	6/29/2008	debit card purchase	100.00
James McCreaty	Foodland Plus Grocery	Payne		AL		Insider	6/29/2008	debit card purchase	111.71
Dan Woods	Dan Woods	na	wire to McCreaty's Wachovia account			Insider	6/30/2008	check	\$2,844.08
James McCreaty	James McCreaty	15 Veranda Ridge	The Woodlands	TX	77591	Insider	6/30/2008	wire transfer	\$20,000.00
Ben Pannell	Ben Pannell	1521 Michigan Street	Houston	TX	77006	Insider	7/1/2008	check	\$1.00
James McCreaty	Michelle McCraffy	15 Veranda Ridge	The Woodlands	TX	77591	Insider	7/1/2008	wire transfer	\$58.20
James McCreaty	James McCreaty	na	wire to McCreaty's Wachovia account			Insider	7/3/2008	wire transfer	\$1,399.00
James McCreaty	James McCreaty	Hong Kong				Insider	7/3/2008	ATM withdrawal	\$900.00
James McCreaty	James McCreaty	Treese		TX		Insider	7/5/2008	ATM withdrawal	132.12
Dan Woods	Dan Woods	na				Insider	7/10/2008	check	\$2,844.08
James McCreaty	Mercedez Benz	na				Insider	7/10/2008	check	\$10,811.15
James McCreaty	Blockbuster.com	na				Insider	7/11/2008	debit card purchase	10.81
James McCreaty	Emusic.com	na				Insider	7/11/2008	debit card purchase	19.99
James McCreaty	Tickets Now	na				Insider	7/11/2008	debit card purchase	443.55
James McCreaty	Mercedez Benz	Dallas		TX		Insider	7/12/2008	debit card purchase	\$24.00
James McCreaty	Mercedez Benz	na				Insider	7/14/2008	check	\$2,500.00
James McCreaty	Mercedez Benz	na				Insider	7/14/2008	check	\$3,000.00
James McCreaty	Michelle McCraffy	15 Veranda Ridge	The Woodlands	TX	77591	Insider	7/17/2008	wire transfer	\$700.00
James McCreaty	James McCreaty	na	wire to McCreaty's Wachovia account			Insider	7/17/2008	wire transfer	\$2,500.00
Ben Pannell	Ben Pannell	1521 Michigan Street	Houston	TX	77006	Insider	7/22/2008	check	\$798.20
James McCreaty	BMW	na				Insider	7/23/2008	wire transfer	\$2,309.19
James McCreaty	24 hour fitness gym	na				Insider	7/25/2008	debit card purchase	\$82.25
James McCreaty	Emusic.com	na				Insider	7/27/2008	debit card purchase	\$11.99
Dan Woods	Dan Woods	na				Insider	7/28/2008	check	\$2,844.08
Dan Woods	Dan Woods	na				Insider	7/28/2008	check	5,000.00
James McCreaty	James McCreaty	Houston				Insider	7/30/2008	bunk withdrawal	\$798.20
James McCreaty	Christine James McCreaty	na				Insider	7/30/2008	wire transfer	\$2,309.19
James McCreaty	Christine James McCreaty	na				Insider	7/30/2008	wire transfer	\$119,990.00
James McCreaty	James McCreaty	The Woodlands		TX		Insider	8/4/2008	ATM withdrawal	202.00
James McCreaty	Progressive AutoSports	Houston		TX		Insider	8/4/2008	debit card purchase	1,825.63
Dan Woods	Dan Woods	na				Insider	8/8/2008	check	\$85.73
Dan Woods	Dan Woods	na				Insider	8/8/2008	check	5,000.00
James McCreaty	Mercedez Benz	na				Insider	8/8/2008	wire transfer	\$2,495.64
James McCreaty	Mercedez Benz	na				Insider	8/8/2008	wire transfer	\$2,804.28
Dan Woods	Dan Woods	na				Insider	8/8/2008	check	\$2,844.08
James McCreaty	Mitchell McCraffy	15 Veranda Ridge	The Woodlands	TX	77591	Insider	8/8/2008	wire transfer	\$2,500.00
Ben Pannell	Ben Pannell	1521 Michigan Street	Houston	TX	77006	Insider	8/8/2008	bunk withdrawal	\$6,095.00
James McCreaty	Progressive AutoSports	na				Insider	8/12/2008	check	1,500.00
James McCreaty	BMW	na				Insider	8/12/2008	wire transfer	\$2,248.71
James McCreaty	BMW	na				Insider	8/12/2008	wire transfer	\$4,221.77
James McCreaty	Custer	OK				Insider	8/19/2008	ATM withdrawal	\$102.95
James McCreaty	The Woodlands	TX				Insider	8/19/2008	ATM withdrawal	402.00
James McCreaty	na	na				Insider	8/19/2008	check	\$98.20
Ben Pannell	Ben Pannell	1521 Michigan Street	Houston	TX	77006	Insider	8/19/2008	check	\$798.19
James McCreaty	Victory Park Dallas	Dallas		TX		Insider	8/23/2008	debit card purchase	\$46.55
James McCreaty	Pappas's Canina Restaurant	Dallas		TX		Insider	8/23/2008	debit card purchase	\$8.24
James McCreaty	Love's Country	Sanger		TX		Insider	8/24/2008	debit card purchase	20.78
James McCreaty	Hotel 6 Santa Rosa	Santa Rosa		TX		Insider	8/24/2008	debit card purchase	\$49.65
James McCreaty	Pappas's Cantina Restaurant	Dallas		TX		Insider	8/24/2008	debit card purchase	\$50.90
James McCreaty	Lore's County Clinton	Clinton		OK		Insider	8/24/2008	debit card purchase	\$244.00

Alpha Red, Inc.  
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 STATEMENT OF FINANCIAL AFFAIRS

## ATTACHMENT 3:

BENEFICIARY	PAYEE [1]	ADDRESS	CITY/PAYEE CITY	STATE	ZIP	RELATIONSHIP TO DEBTOR	DATES OF TRANSFER	PROPERTY DESCRIPTION	VALUE
James McCreary	Loves Country	Saginor	TX	NM		Insider	8/24/2008	Debit card purchase	\$ 54.62
James McCreary	East Stop 24	Sant Jon	TX	NM		Insider	8/24/2008	Debit card purchase	\$ 63.99
BMW	n/a	n/a				Insider	8/25/2008	wire transfer	\$ 2,309.19
Dan Woods	Dan Woods	n/a				Insider	8/25/2008	check	\$ 2,336.38
Dan Woods	Dan Woods	n/a				Insider	8/25/2008	check	\$ 2,344.08
Ben Pannell	Ben Pannell	1521 Michigan Street	Houston	TX	77006	Insider	8/26/2008	check	\$ 508.20
Ben Pannell	Ben Pannell	1521 Michigan Street	Houston	TX	77006	Insider	8/26/2008	bank withdrawal	\$ 129,282.00
James McCreary	James McCreary	Eiley	AZ			Insider	8/29/2008	ATM withdrawal	\$ 102.95
Love's Country	Love's Country	Hutchins	TX			Insider	8/30/2008	debit card purchase	\$ 49.16
Valeto	Valeto	Houston	TX			Insider	8/30/2008	debit card purchase	\$ 61.18
James McCreary	James McCreary	Spring	TX			Insider	8/30/2008	ATM withdrawal	\$ 102.00
James McCreary	James McCreary	Europe	TX			Insider	9/2/2008	ATM withdrawal	\$ 902.28
ABC Building Co.	ABC Building Co.	Houston	TX			Insider	9/4/2008	debit card purchase	\$ 215.00
James McCreary	James McCreary	Europe	TX			Insider	9/4/2008	ATM withdrawal	\$ 142.73
Dan Woods	Dan Woods	n/a				Insider	9/4/2008	check	\$ 2,336.58
James McCreary	James McCreary	Houston	TX			Insider	9/5/2008	ATM withdrawal	\$ 282.90
James McCreary	James McCreary	Europe	TX			Insider	9/7/2008	ATM withdrawal	\$ 440.24
James McCreary	James McCreary	1521 Michigan Street	Houston	TX	77006	Insider	9/8/2008	ATM withdrawal	\$ 880.50
Mercedes Benz	Mercedes Benz	n/a				Insider	9/8/2008	check	\$ 1,060.06
Dan Woods	Dan Woods	n/a				Insider	9/8/2008	wire transfer	\$ 3,524.26
James McCreary	Christine James McCreary	103 South Seasons Trace	Spring	TX	77382	Insider	9/9/2008	check	\$ 2,344.08
James McCreary	James McCreary	Houston, TX				Insider	9/11/2008	ATM withdrawal	\$ 20,000.00
BMW	BMW	1521 Michigan Street	Houston	TX	77006	Insider	9/11/2008	bank withdrawal	\$ 5,000.00
James McCreary	James McCreary	n/a	Hong Kong, China			Insider	9/11/2008	wire transfer	\$ 2,309.19
James McCreary	James McCreary	n/a	Hong Kong, China			Insider	9/12/2008	wire transfer	\$ 165,000.00
James McCreary	James McCreary	n/a	Hong Kong, China			Insider	9/12/2008	wire transfer	\$ 1,700,000.00
James McCreary	Christine James McCreary	n/a	Hong Kong, China			Insider	9/12/2008	wire transfer	\$ 165,000.00
James McCreary	James McCreary	n/a	Hong Kong, China			Insider	9/29/2008	wire transfer	\$ 525.00
James McCreary	James McCreary	n/a	Hong Kong, China			Insider	9/29/2008	wire transfer	\$ 100.00
James McCreary	James McCreary	n/a	Hong Kong, China			Insider	9/29/2008	wire transfer	\$ 20,000.00
James McCreary	James McCreary	n/a	Hong Kong, China			Insider	10/2/2008	wire transfer	\$ 165,000.00
Ben Pannell	Ben Pannell	1521 Michigan Street	Houston	TX	77006	Insider	10/3/2008	check	\$ 1,610.05
Ben Pannell	Ben Pannell	1521 Michigan Street	Houston	TX	77006	Insider	10/3/2008	check	\$ 1,390.00
James McCreary	James McCreary	n/a	Hong Kong, China			Insider	10/3/2008	wire transfer	\$ 266,000.00
James McCreary	James McCreary	n/a	Hong Kong, China			Insider	10/6/2008	wire transfer	\$ 160,000.00
Mercedes Benz	Mercedes Benz	n/a	Hong Kong, China			Insider	10/7/2008	wire transfer	\$ 3,524.26
James McCreary	James McCreary	n/a	Hong Kong, China			Insider	9/30/2008	wire transfer	\$ 10,000.00
James McCreary	James McCreary	n/a	Hong Kong, China			Insider	9/30/2008	wire transfer	\$ 110,000.00
James McCreary	James and Christine McCreary	Transactions from Epassport (Jan-June 2008)				Insider	6/4/2008	cash via Epassport	\$ 3,539.02

Note:

[1] - The list may be incomplete due to missing account statements and lack of true record keeping by Debtor's management, in addition to having the ability to transfer money online in or out of Debtor's accounts.

Question No. 14 Property held for another person - ALL

Southern District of Texas, Houston Division  
STATEMENT OF FINANCIAL AFFAIRS

Question No. 14 Property held for another person - All

OWNER NAME <sup>14</sup>	ADDRESS	CITY	STATE	ZIP	QTY	PROPERTY DESCRIPTION <sup>1</sup>	PROPERTY DESCRIPTION <sup>2</sup>		VALUE	LOCATION OF PROPERTY	FACILITY
							PROPERTY DESCRIPTION <sup>1</sup>	PROPERTY DESCRIPTION <sup>2</sup>			
Morad Supply	39 West 18th Street	New York	NY	10040	1	1 LC SC Multimedia Dapter Cable - 15M		\$ 75	unknown	unknown	unknown
Morad Supply	40 West 18th Street	New York	NY	10041	1	1 LC SC Multimedia Dapter Cable - 5M		\$ 5	unknown	unknown	unknown
Morad Supply	41 West 18th Street	New York	NY	10042	15	1 SC to SC Multimedia Dapter Cable - 5M		\$ 610	unknown	unknown	unknown
Morad Supply	42 West 18th Street	New York	NY	10043	4	1 SC to SC Multimedia Dapter Cable - 3M		\$ 5	unknown	unknown	unknown
Morad Supply	43 West 18th Street	New York	NY	10044	25	Cisco IP Phone 7940G Global (New)		\$ 4,125	unknown	unknown	unknown
Morad Supply	44 West 18th Street	New York	NY	10045	4	Auxent DSR-024-Port IP KVM Switch		\$ 4,600	unknown	unknown	unknown
Morad Supply	45 West 18th Street	New York	NY	10046	11	Avocent DS-80-QPS-2 - Server interface mod		\$ 95	unknown	unknown	unknown
Morad Supply	46 West 18th Street	New York	NY	10047	26	GE SFP LC connector L/H (Sfp Bay)		\$ 2,175	unknown	unknown	unknown
Morad Supply	47 West 18th Street	New York	NY	10048	21	GE SFP LC connector L/H (Morad Brand)		\$ 1,885	unknown	unknown	unknown
Morad Supply	48 West 18th Street	New York	NY	10049	156	GE SFP LC connector SX trans. (Sfp Bay)		\$ 2,014	unknown	unknown	unknown
Morad Supply	49 West 18th Street	New York	NY	10050	4	GE SFP LC SX Transceiver (Morad Brand)		\$ 505	unknown	unknown	unknown
Morad Supply	50 West 18th Street	New York	NY	10051	100	GE SFP LC SX Transceiver (Morad Brand)		\$ 4,500	unknown	unknown	unknown
Morad Supply	51 West 18th Street	New York	NY	10052	6	1000Base-T Step Clad		\$ 390	unknown	unknown	unknown
Morad Supply	52 West 18th Street	New York	NY	10053	1	KE164-GR-CPT-L/TAN Flash (Amperovitch)		\$ 110	unknown	unknown	unknown
Morad Supply	53 West 18th Street	New York	NY	10054	17	1GB DDR Memory for Catalyst 6500		\$ 5,160	unknown	unknown	unknown
Morad Supply	54 West 18th Street	New York	NY	10055	2	25 iron Carrier Chil Water Up Flow unit		\$ 165,000	unknown	unknown	unknown
Morad Supply	55 West 18th Street	New York	NY	10056	1	GE SFP+ 20Gb/s (Dpt) SLU(Dpt) RF		\$ 165,000	unknown	unknown	unknown
Morad Supply	56 West 18th Street	New York	NY	10057	1	PX-575-LIR BUN (Dealer RF)		\$ 5	unknown	unknown	unknown
Morad Supply	57 West 18th Street	New York	NY	10058	66	WS-C9306G-48T-EI (48 10/100 GB Dpt RF)		\$ 1,570	unknown	unknown	unknown
Morad Supply	58 West 18th Street	New York	NY	10059	36	WS-C9206G-4T-L-Swch (Dpt) New		\$ 16,100	unknown	unknown	unknown
Morad Supply	59 West 18th Street	New York	NY	10060	13	WS-C9006-48T-L-48 10/100 1000 (New)		\$ 20,260	unknown	unknown	unknown
Morad Supply	60 West 18th Street	New York	NY	10061	1	WS-C5524-PWR-XL-EN (Dealer Return)		\$ 47,450	unknown	unknown	unknown
Morad Supply	61 West 18th Street	New York	NY	10062	9	16GbE + 2 1GbE 1GbE (Dealer Return)		\$ 340	unknown	unknown	unknown
Morad Supply	62 West 18th Street	New York	NY	10063	1	Cisco C5500-48-SMU-Dpt (Dealer Return)		\$ 8,775	unknown	unknown	unknown
Morad Supply	63 West 18th Street	New York	NY	10064	1	WS-C5006-48T-SE (48 10/100 (New))		\$ 4,500	unknown	unknown	unknown
Morad Supply	64 West 18th Street	New York	NY	10065	7	WS-C5109 Chassis (Dealer RF)		\$ 190	unknown	unknown	unknown
Morad Supply	65 West 18th Street	New York	NY	10066	1	CATALYST 6509 CHASSIS (SLOT 1) SRU		\$ 5,500	unknown	unknown	unknown
Morad Supply	66 West 18th Street	New York	NY	10067	2	Catalyst 6509 FAN TRAY for ISR4300		\$ 70	unknown	unknown	unknown
Morad Supply	67 West 18th Street	New York	NY	10068	7	Cisco WS-C5509-48T-SE (ISR4300 Dealer RF)		\$ 5,600	unknown	unknown	unknown
Morad Supply	68 West 18th Street	New York	NY	10069	1	Catalyst 6507 T T Module Share DR		\$ 2,450	unknown	unknown	unknown
Morad Supply	69 West 18th Street	New York	NY	10070	2	Category 6 (Cat6) 250W AC PSU (Dpt RF)		\$ 260	unknown	unknown	unknown
Morad Supply	70 West 18th Street	New York	NY	10071	4	Cat6 (Cat6) 250W AC PSU (Dpt RF)		\$ 560	unknown	unknown	unknown
Morad Supply	71 West 18th Street	New York	NY	10072	19	Cisco WS-C4500-16S (Dealer RF)		\$ 190	unknown	unknown	unknown
Morad Supply	72 West 18th Street	New York	NY	10073	2	Cat6 (600W) AC Power Supply (Dpt RF)		\$ 21,850	unknown	unknown	unknown
Morad Supply	73 West 18th Street	New York	NY	10074	8	Centrino Forwarding Card		\$ 1,060	unknown	unknown	unknown
Morad Supply	74 West 18th Street	New York	NY	10075	7	Cisco WS-C5509-48T-SE (ISR4300 Dealer RF)		\$ 5,600	unknown	unknown	unknown
Morad Supply	75 West 18th Street	New York	NY	10076	80	Cisco Transceiver Modulal (Dealer RF)		\$ 2,860	unknown	unknown	unknown
Morad Supply	76 West 18th Street	New York	NY	10077	10	Category 6 (Cat6) Pack Mount (Dpt RF)		\$ 650	unknown	unknown	unknown
Morad Supply	77 West 18th Street	New York	NY	10078	3	Category 6 (Cat6) Cisco 7603 (Sun 720 New)		\$ 28,500	unknown	unknown	unknown
Morad Supply	78 West 18th Street	New York	NY	10079	3	WS-X5408-48BIC (Dpt Refreshed)		\$ 1,425	unknown	unknown	unknown
Morad Supply	79 West 18th Street	New York	NY	10080	16	Cisco WS-X5408-48T-GE		\$ 1,27,200	unknown	unknown	unknown
Morad Supply	80 West 18th Street	New York	NY	10081	3	Cat6 (600W) 24 Port GigE Mod (Dpt RF)		\$ 5,600	unknown	unknown	unknown
Morad Supply	81 West 18th Street	New York	NY	10082	10	WS-X5748-48T-GE-48 Port GigE (Dpt RF)		\$ 42,000	unknown	unknown	unknown
Morad Supply	82 West 18th Street	New York	NY	10083	64	WS-X5408-SUB-AT (2nd Party)		\$ 5,460	unknown	unknown	unknown
Morad Supply	83 West 18th Street	New York	NY	10084	94	XEPAK-IQB-EI UGBASE-ER (Dealer RF)		\$ 1,12,320	unknown	unknown	unknown
Morad Supply	84 West 18th Street	New York	NY	10085	18	XEPAK-IQB-EI UGBASE-ER (Dealer RF)		\$ 17,910	unknown	unknown	unknown
Morad Supply	85 West 18th Street	New York	NY	10086	1	XEPAK-IQB-EI UGBASE-ER (Dealer Refresh)		\$ 1,150	unknown	unknown	unknown
AEL Financial	36 West 18th Street	New York	NY	10087	9	XEPAK-IQB-SR UGBASE-SR		\$ 8,950	unknown	unknown	unknown
AEL Financial	P.O. Box 8846	Midland	TX	79701	6	Commodes		\$ 48,150	Dallas, TX	CoLo3	
AEL Financial	P.O. Box 8846	Midland	TX	79701	6	Commodes		\$ 21,150	Dallas, TX	CoLo3	
CSC Leasing	6816 Pasadena Place	Richmond	VA	23230	15	Supermicro computers		\$ 2,016	Houston, TX	Faunnt	
CSC Leasing	6816 Pasadena Place	Richmond	VA	23230	120	Hard drives		\$ 1,21,320	Houston, TX	Faunnt	
CSC Leasing	6816 Pasadena Place	Richmond	VA	23230	30	CD-ROM		\$ 1,21,320	Houston, TX	Faunnt	
Dell Financial Services	One Dell Way	Round Rock	TX	78682	52	Computer towers		\$ 10,071	Houston, TX	WebSite	
Dell Financial Services	One Dell Way	Round Rock	TX	78682	44	Computer towers		\$ 16,817	Dallas, TX	CoLo3	
Tech Lease, LLC	702 Devil's Ranch Rd	San Louis Obispo	CA	93405	18	Computer servers		\$ 1,01,699	Houston, TX	WebSite	
Wells Fargo Financial Leasing	P.O. Box 6434	Care Stream	IL	60197	46	Dell Quikcore PowerEdge		\$ 1,01,699	Houston, TX	Faunnt, WebSite	

Note:

[1]: Upon information and belief, some of the property listed above was leased by Debtor, with intent to purchase at end of lease term.